

**UNANIMOUS CONSENT  
OF THE BOARD OF DIRECTORS  
COLONIAL MEDICAL MANAGEMENT CORP.**

The Board of Directors (the "Board"), of COLONIAL MEDICAL MANAGEMENT CORP. (the "Company"), a Puerto Rican corporation, do hereby adopt the following resolutions by unanimous consent.

**WHEREAS**, the Board has considered the financial and operational aspects of the Company's business;

**WHEREAS**, the Board has reviewed the current status of the Company in light of recent events;

**NOW, THEREFORE, BE IT RESOLVED**, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

**RESOLVED**, that Colonial Medical Management Corp, President of the Company (the "President") and the officers of the Company (each, an "Authorized Officer") be, and hereby is, authorized on behalf of the Company to execute, verify and file all petitions, schedules, lists, and other papers or documents, and to take and perform any and all further actions and steps that any such Authorized Officer deems necessary, desirable and proper in connection with the Company's chapter 11 case, with a view to the successful prosecution of such case;

**RESOLVED**, that the Authorized Officers of the Company be, and each of them hereby is authorized and empowered to obtain post-petition financing for the Company according to terms negotiated by the management of the Company, including under debtor-in-possession credit facilities or the use of cash collateral; and to pledge and agree to such liens on the Company's assets and claim priorities as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreement; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents;

**RESOLVED**, that the Authorized Officers, on behalf of the Company, are authorized, and empowered to retain the law firm 1611 Law and Justice for All, Inc. and their attorney Ada Conde Vidal, Esq. as local bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under Chapter 11 of the Bankruptcy Code, and to take any and all actions to advance the Company's rights in connection therewith, and the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of 1611 Law and Justice for All, Inc. and their attorney Ada Conde Vidal, Esq.

**RESOLVED**, that Luis Lugo Velez is hereby authorized to make decisions with respect to all aspects of the management and operation of the Company's business including, without limitation, organization, human resources, marketing, asset sales, logistics, finance, administration, oversight, of the prosecution of the Company's bankruptcy case, including, but not limited to, bankruptcy-related reporting requirements, filing of Statement of Financial Affairs, Schedule of Assets and Liabilities, a chapter 11 plan and related disclosure statement, claims management, managing outside professionals and such other aspects as he may identify, in such manner as he deems necessary or appropriate in his sole and reasonable discretion consistent with the business judgment rule, subject only to appropriate governance by the Board of Directors of the Company, in accordance with the Company's articles of incorporation and bylaws, applicable laws and the orders of the bankruptcy court;

**RESOLVED**, that the Authorized Officers of the Company be, and hereby are, authorized to employ any other professionals necessary to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements and cause to be filed appropriate retention agreements and cause to be filed appropriate applications with the bankruptcy court for authority to retain the services of any other professionals, as necessary, and on such terms as are deemed necessary, desirable and proper;


**RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Company to take any and all actions, to execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any and all actions and steps deemed by any such Authorized Officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions and to effectuate a successful chapter 11 proceeding; and

**RESOLVED**, that any and all actions heretofore taken by any Authorized Officer or the directors of the Company in the name and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions be, and hereby are, ratified, confirmed, and approved in all respects.

**IN WITNESS WHEREOF**, the undersigned have executed this Unanimous Written Consent on November 7<sup>th</sup>, 2017. This Unanimous Written Consent may be signed in multiple counterparts, which together shall constitute a single document.



  
Luis Lugo Vélez, President - Treasurer

  
David Alicea Hernández - Secretary